



## **Notice of General Meeting & Explanatory Statement**

### **Oventus Medical Limited ACN 608 393 282**

**To be held at:** Thomson Geer  
Level 28, Waterfront Place  
1 Eagle Street  
Brisbane, Queensland 4000

**To be held on:** Monday, 9 September 2019

**Commencing:** 11:00 a.m. (Brisbane time)

#### **Important Information**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

## Important dates

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Despatch of this Notice of Meeting	Friday, 9 August 2019
Deadline for lodgement of proxy forms for the General Meeting	Saturday, 7 September 2019
General Meeting	Monday, 9 September 2019

## Letter from the Chairman

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Dear Shareholders,

### General meeting

A General Meeting of Oventus Medical Limited (**Oventus** or the **Company**) will be held at 11:00 a.m. (Brisbane time) on Monday, 9 September 2019 at Thomson Geer, Level 28 Waterfront Place, 1 Eagle Street Brisbane, Queensland 4000 (**General Meeting**).

### Background to the Resolutions

On Friday, 26 July 2019, the Company announced that it:

- (a) had received commitments for a two tranche placement to Institutional Investors to raise in aggregate a total of \$7,032,056 (before costs) through the issue of 18,505,413 Shares at an issue price of \$0.38 per Share (together, the **Placements**).
- (b) would proceed with an Entitlement Offer. Under the Entitlement Offer, Eligible Shareholders who are on the Company's share register at 7.00pm (Melbourne time) on Monday, 5 August 2019 (**Record Date**) will be entitled to subscribe for 1 (one) New Share for every twenty (20) Shares, at an Issue Price of \$0.38 per New Share (**Offer**), being approximately 6,084,835 Shares (**Entitlement Offer Shares**) to raise a total of approximately \$2,312,237, on the terms set out in this Offer Booklet (**Entitlement**).

The Placements will be completed in two tranches, namely:

- (a) **Tranche 1:** By issuing 15,757,491 Shares (**Tranche 1 Placement Shares**), to raise approximately \$5,987,846.58 (before costs) (**Tranche 1 Placement**). The Tranche 1 Placement Shares were issued on Thursday, 1 August 2019 pursuant to the Company's Listing Rule 7.1 placement capacity.
- (b) **Tranche 2:** Following Shareholder approval, the Company anticipates it will complete the second tranche of the Placement on Tuesday, 17 September 2019 by issuing 2,747,922 Shares (**Tranche 2 Placement Shares**), to raise approximately \$1,044,210.36 (before costs) (**Tranche 2 Placement**).

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares pursuant to the Tranche 1 Placement.

Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares pursuant to the Tranche 2 Placement.

### Proceeds

The proceeds of Placements, namely \$7,032,056.94 will be used for the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements.

The proceeds of the Entitlement Offer, namely \$2,312,237.30 will be used for the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements

## Capital structure

The following table details the projected capital structure of the Company after completion of the Tranche 1 Placement:

Current capital structure	
Current issued capital of the Company (this includes the Tranche 1 Placement Shares issued on Thursday, 1 August 2019)	121,696,703 Shares
	4,579,952 Existing Options
Tranche 2 Placement Shares	
Issue of Placement 2 Shares to sophisticated and professional investors (following Shareholder approval)	2,747,922 Shares
Entitlement Offer	
Issue of Entitlement Offer Shares	6,084,835 Shares
<b>Projected issued Share capital after completion of the Entitlement Offer and Tranche 2 Placement</b>	<b>130,529, 460 Shares</b> <b>4,579,952 Existing Options</b>

## Voting

Your vote is important and we encourage you to vote at the General Meeting either in person or by proxy. If you are unsure as to how to vote, we recommend that you speak with your professional adviser.

## Questions

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Stephen Denaro on 0413 453 506 or by email at [sdenaro@triobi.com.au](mailto:sdenaro@triobi.com.au) or consult your licensed financial adviser, stockbroker or other professional adviser.

If you have any questions in regards to your holding in Shares or other Share registry matters, please consult Computershare on 1300 850 505 (from within Australia) and +61 3 9415 4000 (from outside Australia). We look forward to the participation of all Shareholders at the General Meeting on Monday, 9 September 2019.

Yours faithfully



Mel Bridges – Chairman  
Oventus Medical Limited

## Section A – Glossary

<b>\$</b>	Australian dollars
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>Associate</b>	Has the meaning given to that term in section 12 of the Corporations Act.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules</b>	The Listing Rules of the ASX.
<b>Board</b>	The board of directors of the Company.
<b>Business Day</b>	Monday to Friday inclusive, except any day that the ASX declares is not a business day.
<b>Company or Oventus</b>	Oventus Limited ACN 608 393 282.
<b>Chairman</b>	The chair of the General Meeting.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	The directors of the Company.
<b>Entitlement Offer</b>	The fully underwritten entitlement offer consisting of a 1 for 20 pro rata offer of Shares offered to eligible Shareholders under an Offer Booklet.
<b>Existing Options</b>	Means the 4,579,952 options on issue in the Company as at the date of this Notice of Meeting.
<b>Explanatory Statement</b>	The information set out in <b>Section C</b> of this Notice of Meeting.
<b>General Meeting</b>	The meeting of Shareholders convened by the Notice of Meeting.
<b>Glossary</b>	The glossary contained in this <b>Section A</b> to this Notice of Meeting.
<b>Notice of General Meeting</b>	The notice of General Meeting set out in <b>Section B</b> of this Notice of Meeting.
<b>Notice of Meeting</b>	This notice of meeting including the Notice of General Meeting, Explanatory Statement and the Schedules, the Appendices and the Proxy Form.
<b>Offer Booklet</b>	The booklet containing the Entitlement Offer under s708AA of the Corporations Act and the lodged with the ASX.
<b>Placements</b>	Has the meaning given to that term in the Chairman's letter.
<b>Proxy Form</b>	The proxy form accompanying the Notice of Meeting.
<b>Resolutions</b>	The resolutions set out in the Notice of Meeting and <b>Resolution</b> means any of them.
<b>Section</b>	A section of this Notice of Meeting.
<b>Shares</b>	All of the shares on issue in the share capital of the Company and <b>Share</b> means any one of them.
<b>Shareholder</b>	A holder of one or more Shares.
<b>Tranche 1 Placement</b>	Has the meaning given to that term in the Chairman's letter.
<b>Tranche 1 Placement Shares</b>	Has the meaning given to that term in the Chairman's letter.
<b>Tranche 2 Placement</b>	Has the meaning given to that term in the Chairman's letter.
<b>Tranche 2 Placement Shares</b>	Has the meaning given to that term in the Chairman's letter.

## Section B – Notice of General Meeting

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### Time and place

Notice is hereby given that the General Meeting will be held as follows:

- Held at: Thomson Geer, Level 28 Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000.
- Commencing at: 11:00 a.m. (AEST) on Monday, 9 September 2019.

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

### Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Meeting in which this Notice of General Meeting is contained.

## SPECIAL BUSINESS

### Resolution 1: Ratification of Tranche 1 Placement Shares

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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 15,757,491 Tranche 1 Placement Shares issued under Listing Rule 7.1 at an issue price of \$0.38 per Tranche 1 Placement Share on the terms and conditions set out in the Explanatory Statement."*

#### Short explanation

On or about 1 August 2019, the Company issued the Tranche 1 Placement Shares to sophisticated and professional investors at an issue price of \$0.38 per the Tranche 1 Placement Share.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The Tranche 1 Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Tranche 1 Placement and re-set the 15% Placement Capacity.

#### Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue of these Tranche 1 Placement Shares and any of their associates.

However, the Company need not disregard a vote cast in favour if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **Resolution 2: Authority to issue Tranche 2 Placement Shares**

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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 2,747,922 Tranche 2 Placement Shares at an issue price of \$0.38 per Tranche 2 Placement Share on the terms and conditions set out in the Explanatory Statement."*

### **Short explanation**

The Company will (subject to Shareholder approval) issue the Tranche 2 Placement Shares to sophisticated and professional investors at an issue price of \$0.38 per Tranche 2 Placement Share.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**). Approval under ASX Listing Rule 7.1 is being sought as the number of Tranche 2 Placement Shares exceeds the Placement Capacity.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the issue of the Tranche 2 Placement Shares, and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **OTHER BUSINESS**

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To transact any other business which may be brought forward in accordance with the Company's constitution.

## Section B – How to vote

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If you are entitled to vote at the General Meeting, you may vote by attending the meeting in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

### 1. How to vote

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You may vote in one of two ways:

- attending the meeting and voting in person (if a corporate shareholder, by representative); or
- voting by proxy (see below on how to vote by proxy).

### 2. Your vote is important

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The business of the General Meeting affects your shareholding and your vote is important.

### 3. Corporations

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To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Act. The representative should bring to the General Meeting evidence of his or her appointment, including any authority under which it is signed.

Alternatively, a corporation may appoint a proxy.

### 4. Voting in person

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To vote in person, attend the meeting on the date and at the time and place set out above.

### 5. Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details on these changes are set out below.

#### Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:



- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **6. Eligibility to vote**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 7:00pm (Brisbane time) on Saturday, 7 September 2019. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **7. Voting procedure**

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Every question arising at this General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Constitution. On a show of hands, every Shareholder entitled to vote who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person entitled to vote who is present in person or by proxy, representative or attorney will have one vote for each voting share held by that person.

## **8. Enquiries**

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For all enquiries, please contact the Company Secretary on 0413 453 506 or by email at [sdenaro@triobi.com.au](mailto:sdenaro@triobi.com.au).

## Section C – Explanatory Statement

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This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held at Thomson Geer, Level 28 / 1 Eagle Street, Brisbane, Queensland 4000, commencing at 11:00 a.m. (Brisbane time) on Monday, 9 September 2019.

This Explanatory Statement is to be read in conjunction with the Notice of General Meeting.

### Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolution to be put forward in the General Meeting.

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

### Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Meeting in which this Explanatory Statement is contained.

## GENERAL INFORMATION

### 1 Resolution 1 – Ratification of Tranche 1 Placement Shares

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#### 1.1 General

On 1 August 2019, the Company announced that it had completed the first tranche of the Placement by issuing the Tranche 1 Placement Shares to raise approximately \$5,987,846 (before costs).

The funds raised from the issue of the Tranche 1 Placement Shares will be used for the purposes set out below.

The Tranche 1 Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 1 is an ordinary resolution.

#### 1.2 ASX Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, provided that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing Resolution 1 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval.

### 1.3 Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

<b>Maximum number of securities</b>	15,757,491 Shares were issued by the Company under the Tranche 1 Placement on or about Thursday, 1 August 2019 pursuant to Listing Rule 7.1.
<b>The issue price</b>	The issue price was \$0.38 per Tranche 1 Placement Share, being \$5,987,846 in total before costs.
<b>The names of the persons to whom the Company will issue the securities</b>	The Tranche 1 Placement Shares were issued to sophisticated and professional investors none of whom are related parties or associates of related parties of the Company.
<b>The terms of the securities</b>	The Tranche 1 Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
<b>The intended use of the funds raised</b>	The funds raised from the issue of the Tranche 1 Placement Shares will be used the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements.
<b>Voting exclusion statement</b>	A voting exclusion statement is contained in Resolution 1.

### 1.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 1.

Resolution 1 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

## 2 Resolution 2 – Authority to issue the Tranche 2 Placement Shares

### 2.1 General

Pursuant to the Tranche 2 Placement, and subject to Shareholder approval, the Company intends to issue the Tranche 2 Placement Shares to raise approximately \$1,044,210 (before costs).

The funds raised from the issue of the Tranche 2 Placement Shares will be used for the purposes set out below.

Resolution 2 is an ordinary resolution.

### 2.2 ASX Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the

number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Tranche 2 Placement Shares in the period of 3 months after the General Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

### 2.3 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Tranche 2 Placement Shares is provided as follows:

<b>Maximum number of securities</b>	The maximum number of securities that the Company may issue under the Tranche 2 Placement is 2,747,922 Tranche 2 Placement Shares.
<b>When will the Placement Share be issued</b>	The Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).  It is expected that the Tranche 2 Placement Shares will be issued as soon as reasonably practical after the Meeting.
<b>The issue price</b>	The Tranche 2 Placement Shares will be issued at an issue price of \$0.38 per Share to raise approximately \$1,044,210 in total (before costs).
<b>The names of the persons to whom the Company will issue the securities</b>	The Tranche 2 Placement Shares will be issued to sophisticated and professional investors none of whom are related parties or associates of related parties of the Company.
<b>The terms of the securities</b>	The Tranche 2 Placement Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company
<b>The intended use of the funds raised</b>	The funds raised from the issue of the Tranche 2 Placement Shares will be used the go-to-market strategy for the Company's Lab-in-Lab business model including associated capital expenditures as well as general working capital requirements.
<b>Voting exclusion statement</b>	A voting exclusion statement is contained in Resolution 2.

### 2.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 2.

Resolution 2 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

OVN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) Saturday 7 September 2019.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Oventus Medical Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Oventus Medical Limited to be held at **Thomson Geer, Level 28, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000 on Monday, 9 September 2019 at 11:00am (Brisbane time)** and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Authority to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.**

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

OVN

1 2 3 4 5 6 A

Computershare

